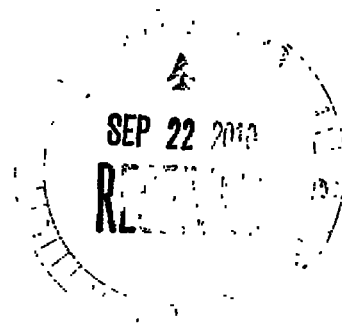


RECORDATION NO. 25304-A FILED

SEP 22 '10 -2 49 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

VIA UPS 2<sup>nd</sup> DAY AIR

September 20, 2010

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated August 9, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 25304.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N. River Road, Suite 5000  
Rosemont, IL 60018

Lessee: American Colloid Company  
A Division of Amcol International Corp.  
2870 Forbs Avenue  
Hoffman Estates, IL 60192

A description of the railroad equipment covered by the enclosed document is for twenty (20) 5150 cu. ft. capacity covered hopper cars having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Marcia Dunne". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures

(ACOI.004)

SEP 22 '10 -2 49 PM

ASSGN. NO.: ACOLO004

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9<sup>th</sup> day of August, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and American Colloid Company ("Lessee"), a Delaware corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 30, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 1, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

## LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOURVICE PRESIDENT SALES & MARKETING

Title: \_\_\_\_\_

By: Janice EnolvaName: Janice EnolvaTitle: Manager of DocumentationExecuted on this 9<sup>th</sup> day of August, 2010.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9<sup>th</sup> day of August, 2010.Georgia Freiburger  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)

LESSEE:

AMERICAN COLLOID COMPANY

ATTEST:

By: Lloyd F. Love

Name: Lloyd F. Love

Title: Vice President - CEO

By: Leslie Miljan

Name: Leslie Miljan

Title: Manager Rail Transportation

Executed on this 2<sup>nd</sup> day of August, 2010.

[CORPORATE SEAL]

STATE OF FL

COUNTY OF Cook

I, Leslie Miljan, a Notary Public of the County and State aforesaid, certify that Lloyd F. Love personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

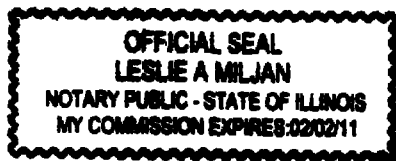
WITNESS my hand and official stamp or seal, this 2<sup>nd</sup> day of August, 2010.

Leslie A. Miljan  
Notary Public

Commission Expires:

2/2/2011

(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Twenty (20)

DESCRIPTION OF CARS: 5150 cu. ft. capacity, pressure differential covered hopper cars,  
263 GRL. (Car type: C614)

CAR NUMBERS: Cars to be remarked from NAHX to FURX per conversion list below.

OLD MARK	OLD NUMBER	NEW MARK	NEW NUMBER
NAHX	551518	FURX	894163
NAHX	551519	FURX	894164
NAHX	551520	FURX	894165
NAHX	551524	FURX	894169
NAHX	551526	FURX	894171
NAHX	551528	FURX	894173
NAHX	551535	FURX	894180
NAHX	551536	FURX	894181
NAHX	551521	FURX	894166
NAHX	551522	FURX	894167
NAHX	551523	FURX	894168
NAHX	551525	FURX	894170
NAHX	551527	FURX	894172
NAHX	551529	FURX	894174
NAHX	551530	FURX	894175
NAHX	551531	FURX	894176
NAHX	551532	FURX	894177
NAHX	551533	FURX	894178
NAHX	551534	FURX	894179
NAHX	551537	FURX	894182